





**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On March 22, 2011, we notified The NASDAQ Stock Market (“NASDAQ”) that Theodore M. Wright resigned from our audit committee effective February 27, 2011, as a result of his loss of independence due to his election as our Interim Chief Executive Officer and President on that date. Subsequently, on March 22, 2011, we received notice from NASDAQ stating that, as a result of Mr. Wright’s resignation from our audit committee, the Company was no longer in compliance with the independent audit committee requirements for continued listing on NASDAQ; specifically, NASDAQ Listing Rule 5605 requiring that the audit committee be comprised of at least three independent directors. However, consistent with Listing Rule 5605(c)(4), NASDAQ provided the Company a cure period to regain compliance as follows:

- until the earlier of the Company's next annual shareholders' meeting or February 27, 2012; or
- if the next annual shareholders' meeting is held before August 26, 2011, then the Company must evidence compliance no later than August 26, 2011.

Effective March 23, 2011, our board of directors elected William T. Trawick, an existing independent member of our board of directors, to serve as a member of its audit committee in replacement of Mr. Wright. On March 25, 2011, we notified NASDAQ of this election to our newly constituted audit committee membership, requesting that the election of Mr. Trawick cure our non-compliance with NASDAQ Listing Rule 5605.

On March 25, 2011, we received notice from NASDAQ that this did cure our non-compliance, and that we are again in compliance with the Listing Rule 5605 pertaining to audit committee membership.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONN'S, INC.**

Date: March 25, 2011 By: /s/ Michael J. Poppe  
Name: Michael J. Poppe  
Title: Executive Vice President and Chief Financial Officer